

REVISED BYLAWS
DISTRICT OF COLUMBIA COMMISSION ON THE ARTS AND
HUMANITIES BOARD OF COMMISSIONERS

ARTICLE I
NAME

The name of the organization shall be the District of Columbia Commission on the Arts and Humanities, referred to in these Bylaws as “CAH” or as “the Agency”. The Board of Commissioners shall be referred to as “the Board”.

ARTICLE II
AUTHORITY AND PURPOSE

Section 1. Authority.

The Commission on the Arts and Humanities was established by the Commission on the Arts and Humanities Act of 1975, as amended, ([DC Law 1-22, Code of the District of Columbia, § 39-201 et seq.](#)) “DC Code”, as an independent agency in the District of Columbia government. Its purpose is to serve all of the District’s communities and residents by promoting, encouraging, supporting and expanding the arts, humanities and arts education as an integral part of life and as a part of a well-rounded education. As a significant economic driver for the District, CAH shall equitably and inclusively distribute grants, develop new initiatives and partnerships, evaluate CAH opportunities, and advance the growth and sustainability of matters related to the arts and humanities. It is the personnel authority for the agency, including the Executive Director, and shall establish policies procedures and guidelines for the agency, and administer and oversee their implementation.

CAH is the designated state arts agency for the District of Columbia, as referred to in [§ 5\(g\)\(2\)\(A\) of the National Foundation on Arts and Humanities Act of 1965](#), as amended. CAH shall continue working to support the District’s place as a national leader in the arts and humanities.

Section 2. Purpose.

The Board directs the agency towards a sustainable future by developing and adopting sound, ethical policies and procedures for the agency, and overseeing their implementation, as well as adopting and leading the agency by good governance principles. CAH has ultimate responsibility for the agency’s grantmaking, which shall serve the District’s diverse population equitably and inclusively.

ARTICLE III COMMISSIONERS

Section 1. Commissioners.

Board members (Commissioners) are appointed by the Mayor, with the advice and consent of the Council in accordance with [D.C. Official Code § 39–203](#). Commissioners may resign at any time by submitting their resignation in writing to the Mayor through the Mayor’s Office on Talent and Appointments (MOTA), or any successor agency, with copies to the Chairperson and the Executive Director of the Commission.

Section 2. Responsibilities.

Commissioners are public officials under District laws and serve without compensation. Commissioners are fiduciaries and stewards of public funds, and shall adhere to the Duty of Care, the Duty of Loyalty, shall follow CAH organizational goals and guidelines, shall conduct themselves with integrity, transparency, and be accountable to the residents of the District of Columbia. The responsibilities of Commissioners shall include:

1. Faithfully executing the responsibilities entrusted to them as members of CAH, a public body, and in accordance with all applicable laws and regulations.
2. Maintaining the confidentiality of matters discussed in correspondence and in closed sessions of committee and board meetings, and not use nonpublic information from CAH meetings improperly.
3. Maintaining the respect and trust due to the agency, as well as the District government.
4. Serving as conveners for a minimum of two grant advisory review panels each fiscal year.
5. Attending all regular, special, or ad hoc meetings of CAH and the committees to which they are appointed. Commissioners shall not have more than three consecutive unexcused absences from any CAH or committee meetings. Requests for absence shall be submitted to the Chairperson. After missing these meetings, without notification or consultation with the Chairperson or Committee Chairperson, the Chairperson may reassign that Commissioner to another committee or designate appropriate remedies as necessary.
6. Nominating, and presenting to Council for a vote, a qualified candidate to serve as Executive Director. See also Bylaws Article VII, Section 1 (The Executive Director).

Section 3. Ethics.

Commissioners are subject to the Hatch Act ([5 U.S.C. §§ 7321–7326](#)), and the District of Columbia Ethics Act and Code of Conduct ([DC Code § 1-1162](#)). Commissioners shall adhere to the following principles:

1. Acknowledge that public office is a public trust.
2. Avoid financial conflicts of interest.
3. Avoid representational conflicts of interest.
4. Avoid accepting gifts and payments from any interested parties. If there is any question in this area, be responsible for notifying the Chairperson, and contacting BEGA for their opinion.
5. Avoid outside payment for government work.
6. Act impartially on all CAH matters.
7. Safeguard government resources.
8. Safeguard confidential non-public information.
9. Disclose waste or illegal conduct by government officials to the appropriate authorities.

Section 4. Conflicts of Interest.

In accordance with [DC Code § 39-205\(e\)](#), If any member of the Commission is an employee, member, director, officer or has a financial interest in any of any organizations that has applied to the Commission for a grant or any CAH funding, such member shall:

1. Provide a written statement, before any CAH funding or grant is considered by the staff, Board, or any advisory panel, describing the potential conflict of interest and deliver the statement to the Governance Committee, the Chairperson, and the Executive Director.
2. Avoid communicating with or attempting to influence any other member of the Commission, Board, or any member of an advisory panel regarding any funding or grant application.
3. Remove themselves from any discussion and/or meeting before and during the time when the funding or grant application is considered by any person associated with CAH, including staff, committee members, panel or advisory members or the Board.
4. Voting on CAH funding or grants by the Board is not considered a conflict of interest when Ballots submitted to the Board do not list any names or identification of individuals or organizations. All Commissioners shall complete a new Conflict of Interest Form prior to convening any panel or deciding CAH funding matters.

Section 5. Disciplinary Matters.

Commissioners shall adhere to all provisions of these bylaws, as well as all applicable laws, regulations, and policies. The Chairperson of CAH may, after consultation with the Governance Committee of the Commission, recommend to the Mayor through MOTA, disciplinary actions or removal of a Board member, who has repeatedly violated any part of these bylaws, applicable District laws, regulations, policies, or procedures.

ARTICLE IV
OFFICERS

Section 1. Officers.

The Officers of CAH shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2. The Chairperson.

The Mayor shall nominate, and with an affirmative vote of the Council, appoint the Chairperson in accordance with [Code of the District of Columbia § 39–203\(d\)](#). The Chairperson shall:

1. Preside at all meetings of the Board and prepare the agenda for monthly, special and ad hoc meetings, unless the Chairperson designates another person to prepare the agenda.
2. Join all committees as an ex-officio member, with all the rights and privileges of all other Board members, including the right to vote, except shall not be counted in determining the number required for a quorum.
3. Work in partnership with the Board and Executive Director to further CAH's mission and goals, and implementation of the Strategic Plan.
4. Serve as liaison, along with ED, between CAH and the Mayor's office, Council of the District of Columbia, other government agencies, and outside organizations. The Chairperson shall work with Executive Director to obtain advice and guidance.
5. Supervise and provide administrative direction to the Executive Director and report to the Board monthly.
6. Report to the Board about major concerns related to the agency. The Chairperson may conduct these meetings in Executive or Closed Sessions for reasons stated in the Open Meetings Act. [Code § 2-575](#).
7. Commit the agency, with the appropriate funding mechanisms, to partnerships, new programs and other new CAH endeavors, after consultation with the Executive Director and with a majority vote of

the Board. These commitments shall not conflict with the contracting authority of DC Office of Contracting and Procurement (OCP).

8. Perform such other duties as prescribed by Robert's Rules of Order Newly Revised.

Section 3. The Vice Chairperson.

The Vice-Chairperson shall be elected from current CAH Standing Committee Chairs by a majority vote of the Executive Committee at the first regular meeting of the Board of the fiscal year. The Vice Chairperson shall serve a term of one fiscal year and may be re-elected for three consecutive one-year terms. A Commissioner elected to three consecutive one-year terms as the Vice-Chairperson shall be ineligible for re-election to that office for a period of one year. The Vice-Chairperson shall:

1. Preside at all meetings of the Board in the absence or at the request of the Chairperson.
2. Perform such other duties as directed by the Chairperson or the Board.
3. Perform all duties as prescribed by Robert's Rules of Order Newly Revised.

Section 4. The Secretary

The Secretary shall be elected from current CAH Standing Committee Chairs. by a majority vote at the first regular meeting of the Board of the fiscal year. The Secretary shall serve for a term of one fiscal year and may be re-elected for three consecutive one-year terms. A Commissioner elected to three consecutive one-year terms as Secretary shall be ineligible for re-election to that office for a period of one year. The Secretary shall:

1. Review the recorded and other minutes of all regular, special, and emergency Board meetings and present summaries of recordings and minutes to the Board monthly, unless a meeting was held by Executive Session. CAH staff shall record and take minutes of all meetings except meetings held in Executive Session, which minutes shall be taken by the Secretary. These minutes shall be read and acted upon in Executive Session stating the Board's reason and vote for the Session.
2. Send to the Board the required notice of each meeting 48 hours prior to the meeting, after consultation with the assigned staff person. The notice shall include the agenda prepared by the Chairperson, draft minutes from previous meetings, committee reports and any other materials that will be discussed at the next CAH meeting.

3. Schedule members of the public who wish to address the Board during the public comment portion of the meeting.
4. In the absence of the Chairperson and Vice President, call the meeting to order and preside over meetings, and if necessary, oversee the election of a Chairman Pro Temp (Temporary Chairperson).

Section 5. The Treasurer.

The Treasurer, who shall also serve as Chairperson of the Finance Committee, shall be elected by the Finance Committee with a majority vote and with approval by the Chairperson at the first regular meeting of the Board of the fiscal year. The Treasurer shall serve for a term of one fiscal year and shall serve no more than three consecutive one-year terms. A Commissioner elected to three consecutive one-year terms as Treasurer shall be ineligible for re-election to that office for a period of one year. The Treasurer shall act as a liaison to the agency's Financial Staff Officer. The Treasurer, with the advice or assistance from the Finance Staff Officer, shall present a full Financial Report to the Finance Committee and to the Board monthly, and at other times as necessary.

ARTICLE V MEETINGS.

Section 1. Meetings.

The Board shall meet monthly, except when a meeting is cancelled by the Chairperson, and by a majority vote of the Board. Special meetings of the Board may be called by the Chairperson of the Board, or upon the request of 5 members of the Board. Every act done or decided by a majority vote of the Board, at a duly held meeting at which a quorum is present, shall be regarded as an act of CAH.

Section 2. Open Meetings.

Meetings of the Board shall be held in open session in accordance with the Open Meetings Act ([DC Law 18-350, DC Code § 2-571 et seq.](#),) and [DC Municipal Regulations Title 3, Chapter 104, Office of Open Government](#).

Section 3. Quorum. A quorum for the Board or of a Committee shall consist of a majority of its current membership.

Section 4. Meetings Held Electronically.

Meetings of the Commission may be held electronically, visually or by telephone, through use of Internet meeting/telephone services designated by the Office of the Chief Technology Officer (OCTO). Each Commissioner is responsible for their own audio and internet connections. No action shall be invalidated on the grounds that the loss of, or poor quality of, a Commissioner's individual connection prevented participation in the meeting. The Chairperson may cause or direct the disconnection or muting of a particular Commissioner's or outside speaker's connection if the speaker and/or the connection is causing undue interference with the meeting. The Chairperson's decision to do so, which is not subject to any appeal, shall be announced during the meeting and recorded in the minutes.

Section 5. Voting by Proxy.

Voting by proxy is prohibited at all CAH meetings.

ARTICLE VI COMMITTEES.

Section 1. Standing Committees

The Standing Committees of CAH shall be Arts Education, Executive, Finance, Governance, Grants, Inclusion, Diversity, Equity and Access, (I.D.E.A) and Public Art.

By a Resolution of the Board and with a majority vote of the Board, the Grants Committee and Public Art Committee shall be permitted to consolidate into one Standing Committee with two sections, designated as "the Grants and Public Arts Committee." While working together, the Committee shall be permitted to have two Co-Chairs and separately delineate specific goals.

Section 2. Arts Education Committee (AEC)

The AEC shall leverage current arts education programs and advocate for arts education in the District of Columbia to best serve students, persons with disabilities, seniors, veterans, returning persons, and other groups, at each stage of life or ability. AEC shall review the existing CAH programs and experiences, their strength and impact, as well as significant arts education opportunities and programs outside CAH, with the goal of revitalizing CAH offerings and/or instituting new ones. The Committee will research and evaluate funded programs to ensure that they create, meet, and deliver specific goals, and fill the existing gaps and needs of arts

education recipients. The Committee shall promote existing, new, and dynamic arts education opportunities, equally and inclusively, throughout the District of Columbia. These findings shall be presented to the Board. CAH shall have the ability to partner with other government agencies and local and national arts organizations and be a catalyst for creative and exciting programming, events, and symposiums. The Committee shall report to CAH monthly and as needed.

Section 3. Executive Committee (ExComm)

ExComm shall meet monthly or as necessary. It shall include the Chairperson of the Commission, the Vice Chairperson, Treasurer, Secretary, and the Chairs of all Standing Committees: Arts Education, Finance, Governance, Grants, I.D.E.A, and Public Art. ExComm shall have the power to act on behalf of the Board and report to the Board at the following CAH meeting. By direction of the Chairperson, the Executive Committee shall become involved with the duties and responsibilities of CAH. The Committee shall have the authority to approve an expenditure, no more than \$3500.00, for arts or humanities purposes, including, but not limited to, grants, events, programs or training of the Board, as long as its purpose is in accordance with CAH Council appropriations. The Chairperson shall have the authority to cancel an ExComm meeting with a majority vote of the Committee.

Section 4. Finance Committee.

The Finance Committee shall work with the agency's Finance Staff Officer to provide financial analysis, oversight, and review of the Agency's total budget. The Committee shall ensure that the Agency is harnessing the power of its significant financial resources to support the advancement and access to the arts, the humanities, and cultural lives of all citizens in the District of Columbia. The Committee shall report to CAH monthly and as needed.

Section 5. Governance Committee

The Governance Committee shall oversee the structure and process of the of the Commission, which include the DC Council's Enabling Legislation, Strategic Plan, and principles of good governance. The Committee shall ensure that the Board is functioning efficiently and appropriately by establishing guidelines, policies, and procedures, which shall be approved by the Board. The Committee shall draft amendments or revisions to the Bylaws to guide the operations of the Board based on the principles of

diversity, equity, access, and inclusion. The Bylaws shall be approved by the Board at a regular monthly meeting. Changes to the Bylaws shall be submitted to the Governance Committee for final approval by the Board. The Committee shall monitor their implementation with the goal of guiding the organization towards a sustainable future. The Executive Director (ED) shall report to ExComm quarterly and as necessary. Under the leadership of the Chairperson, the Committee shall conduct an annual review and performance evaluation of the ED. The Committee may recommend to the Board removal of the ED for just and reasonable cause. The Committee shall oversee how the Board manages itself, its duties and responsibilities and hold the Commission accountable for honest and ethical dealings. It shall report to the Board quarterly and as needed.

Section 6. Grants Committee

The Grants Committee shall develop and implement methodologies and practices that may serve as a nationally recognized funding model, ensuring that the principles of inclusion, diversity, equity and access are demonstrated with all CAH funding. The Committee shall balance access to and distribution of funds through a competitive process. This process shall ensure that all District residents experience the rich and transformative power of the arts and humanities to lift the entire community and contribute to community life. The Committee shall report to the Board monthly and as needed.

Section 7. Inclusion, Diversity, Equity, and Access Committee (I.D.E.A.)

The I.D.E.A. Committee shall support the Commission in thinking creatively beyond oppressive and historical barriers by overseeing the commission's policies, procedures, and recommendations to be as inclusive as possible, building opportunities to innovate structures that provide resources to those who have been historically left out of the commission's work, and bridging together the entire arts community regardless of race, class, age, gender, sexual orientation, education, and ability. The Committee shall report to the Board quarterly and as needed.

Section 8. Public Art Committee (PAC)

The Public Art Committee, in conjunction with the Grants Committee, shall review public art grant programs, projects, and initiatives that serve to enrich public places throughout the District. It shall recommend funding to the Board, grants that support, project, inspire, educate, reflect, and engage the community to create a “sense of place”. The PAC shall

recommend that adequate resources be devoted and allocated to the public art component of the CAH's work. It shall meet monthly to discuss public art grant programs, and to vote on funding recommendations for individuals and organizations for Board approval. The PAC shall evaluate initiatives and opportunities to ensure the equitable distribution of resources across all of the District's diverse neighborhoods. Through grant support to area artists and District organizations, coupled with collaborations and partnerships with District agencies, the public art program aims to cultivate world-class artworks in public places that are inclusive and sustainable. PAC shall report to the Board quarterly and as needed.

Section 9. Appointment.

At the beginning of each fiscal year, the Chairperson of the Commission shall request a written submission from each Commissioner of their preferred Standing Committee assignments. Each Commissioner shall serve on 2-3 committees. The Chairperson will make the final decision regarding committee appointments. The committee shall elect a chair by a quorum of committee members at the first meeting of the fiscal year. The Chairperson of the Commission shall be an ex officio, non-voting member of all Standing and Ad Hoc Committees. Chairs of all Standing Committees may attend and observe meetings of other Standing Committees, with prior approval from that Committee's Chair. The Executive Director, with consultation from the CAH Chairperson, shall appoint agency staff to attend and participate in Standing Committee meetings and other meetings as designated.

Section 10. Reports.

A committee report, whether it is a report that only presents information or a report that recommends an action, shall contain only what has been agreed to by a majority vote at a regular or properly called meeting of the committee where a quorum of the committee was present. To allow for proper notice, all committee reports shall be sent to the appropriate staff person and the Secretary at least 4 days prior to the meeting where the report is to be presented.

Section 11. Other Committees.

Other committees, including, ad hoc, standing, special, or advisory, may be appointed via written Resolution, by the Chairperson, with Board approval as deemed necessary. The Resolution shall establish the committee's

scope, size, and in the case of non-Standing Committees, the date when the special committee will deliver its final report and cease existence. Committees may include non-voting members of the community.

ARTICLE VII ADMINISTRATION

Section 1. The Executive Director.

In accordance with [DC Code § 39–205\(a\)\(1\)](#), “the Commission shall nominate, and with the advice and consent of Council, shall appoint an Executive Director for the Commission for a renewable 4-year term. The 4-year term shall commence on October 1 in the year of the appointment and expire on September 30 of the fourth year of the term. The Executive Director may be removed by the Commission for just and reasonable cause.”

The Executive Director shall report to the Chairperson. The Executive Director shall:

1. Serve as an ex-officio, non-voting member of the Board, and may participate in discussions at Commission meetings.
2. Serve as the Chief Administrative Officer of the agency, and subject to the advice and direction of the Chairperson, negotiate and enter into agreements, contracts, or commitments with public or private entities. The Executive Director shall be responsible for the day-to-day operations of the agency, supervise the staff in support of the functions of CAH, approve payments for authorized expenditures, maintain the official records of the agency, and ensure compliance with all applicable laws, regulations, rules, and CAH policies and procedures. As invited to attend interagency meetings, the Executive Director may participate and report findings to the Chairperson.
3. Assist the Board in executing its policies, duties, and responsibilities and be held accountability for their sound execution.
4. Perform other duties as directed by the Chairperson or by the Board with the consent of the Chairperson, as deemed necessary.
5. Report monthly and as needed, on the activities and operations of CAH to the Board. This report shall include the progress of the Commission, including but not limited to the Strategic Plan and the 44 Task Force Recommendations.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for the Commission on matters that are not governed by: (1) applicable District of Columbia and/or federal laws and/or regulations; or (2) the Commission's Bylaws and/or special rules.

ARTICLE IX
AMENDMENT

These bylaws may be amended at any regular or any special meeting of the Board, by a two-thirds vote, provided that the amendment has been submitted in writing 2 weeks prior to the meeting.